



April 11, 2022

VIA ELECTRONIC MAIL

OTC Markets Group Inc.
304 Hudson Street, Second Floor
New York, NY 10013

Re: Attorney Letter with Respect to Adequate Current Information of American Energy Partners, Inc. (OTC Pinks: AEPT)

To Whom It May Concern:

We have been engaged by American Energy Partners, Inc., a Colorado corporation (the “Company”) to review the Company’s annual and quarterly reports referenced below that have been filed with the OTC Markets Group Inc. (the “OTC Markets Group”) and that are published in the OTC Disclosure & News Service as of the date hereof (the “Reports”); and to render this opinion letter in accordance with the OTC Markets Group’s Attorney Letter Agreement and the accompanying Attorney Letter Guidelines as to whether the Reports regarding the Company and its shares of Class A common stock, par value \$0.001 per share (the “Class A Common Stock”) that are publicly-traded on the OTC Markets Group’s “Pink Open Market” under the trading symbol “AEPT” (the “Company Securities”): (i) constitutes “adequate current public information” concerning the Company and the Company Securities and “is available” within the meaning of Rule 144(c)(2) promulgated by the United States Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended (the “Securities Act”); (ii) includes all of the Reports that a broker-dealer would be required to obtain from the Company to publish a quotation of the Company Securities under Rule 15c2-11 promulgated by the SEC under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (iii) complies with the OTC Markets Group’s “OTC Pink Basic Disclosure Guidelines” published on the Internet at www.otcm Markets.com; and (iv) has been posted through the OTC Disclosure & News Service, among other matters.

I, Philip Magri, the author and signatory of this legal opinion, am a Partner at Carmel, Milazzo & Feil LLP. I am a U.S. resident and licensed to practice law in the states of New York and Florida. I am permitted to practice before the SEC and have not, at any time, been prohibited from practice thereunder. The jurisdictions covered by this letter include the laws of the United States of America. This letter does not rely on the work of other counsel. I have not currently, nor have been in the past five years, suspended or barred from practicing in any state or jurisdiction, nor charged in a civil or criminal case. I am not currently, nor have I been in the past five years, been the subject of an investigation, hearing, or proceeding by the SEC, the U.S. Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or regulatory agency. I have examined such corporate records and other documents and such questions of law that I

have considered necessary or appropriate for the purposes of rendering this letter. The documents that I have reviewed include, but are not limited to:

1. The Company's Annual Report for the fiscal year ended December 31, 2021, published to the OTC on March 31, 2022;
2. The Company's Quarterly Reports for the fiscal quarter ended September 30, 2021, published to the OTC on November 22, 2021 and December 3, 2021;
3. The Company's Quarterly Report for the fiscal quarter ended June 30, 2021, published to the OTC on August 21, 2021;
4. The Company's Quarterly Report for the fiscal quarter ended March 31, 2021, published to the OTC on May 22, 2021; and
5. The Company's Annual Report for the fiscal year ended December 31, 2020, published to the OTC on March 31, 2021.

As to matters of fact, I have relied on information obtained from public officials, officers and directors of the Company and other sources, and these sources are believed to be reliable. In examining the Reports, I have assumed that: (a) all statements and representations contained therein were accurate and reliable; (b) all signatures contained therein were genuine; (c) all documents submitted to me were true and accurate copies; and (d) all natural persons who signed documents had the legal capacity to do so.

Based on my review and other matters set forth herein, it is my opinion that the Reports (i) constitute "adequate current public information" concerning the Securities and the Company; (ii) have been made publicly available within the meaning of Rule 144(c)(2) under the Securities Act; (iii) include all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the Securities under Rule 15c2-11 under the Exchange Act; (iv) comply as to form with the OTC Markets Group's Pink Basic Disclosure Guidelines; and (v) have been posted through the OTC Disclosure & News Service.

The Company's management is responsible for the preparation of the corporate filings. The unaudited financial statements in the quarterly reports were prepared by Elliot Berman, CPA. These financial statements were then reviewed by management prior to being published on the OTC. The primary officer reviewing and approving the financial statements is Brad Domitrovitsch, the Company's Chief Executive Officer. The Company's financial statements for the fiscal year ended December 31, 2021 included in the Company's Annual Report were audited by Urish Popeck & Co., LLC with offices located at Three Gateway Center, 401 Liberty Ave. Suite 2400, Pittsburgh, PA 15222, and the Company's financial statements for the fiscal year ended December 31, 2020 included in the Company's Annual Report were audited by Assurance Dimensions, Certified Public Accountants & Associates, d/b/a McNamara and Associates, PLLC with offices located at 4920 W Cypress Street, Suite 102, Tampa, FL 33607.

The Company's transfer agent is Transfer Online, Inc. ("Transfer Online"), located at 512 SE Salmon

Street, Portland, OR 97214. Transfer Online is registered with the SEC. We have confirmed with the Company and Transfer Online that as of December 31, 2021, the issued and outstanding capital stock of the Company consisted of 234,435,278 shares of Class A Common Stock, par value \$0.001 per share, issued and outstanding.

For the aforesaid confirmation, we relied on the certified shareholders' list of the Company dated as of December 31, 2021, and prepared and provided to us by Transfer Online.

I have (i) personally conferred telephonically and via email with management and a majority of the Board of Directors of the Company, including Brad Domitrovitsch, the Company's Chief Executive Officer, Chief Financial Officer and Chairman of the Board of Directors; John Rattaporn Pippy, the Chief Strategy Officer, President, and member of the Board of Directors of the Company; (ii) reviewed the Reports published by the Company through the OTC Disclosure & News Service; and (iii) discussed the Reports with Company's management and Board of Directors.

To the best of my knowledge, after inquiry of management and the Board of Directors of the Company, neither the Company, nor any 5% holder of securities of the Company, nor any members of my firm are currently under investigation by any federal or state securities laws.

The Company is currently not a "shell company" as defined in Rules 405 of the Securities Act and 12b-2 of the Exchange Act but its predecessors, however, qualified as a "shell company" as defined in Rules 405 of the Securities Act and 12b-2 of the Exchange Act.

This letter confirms that as of the date of this opinion, Carmel, Milazzo & Feil LLP beneficially owns an aggregate of 1,200,000 shares of Class A Common Stock of the Company (the "Beneficially Owned Shares") consisting¹ of (i) 50,000 shares of Class A Common Stock issued by the Company on each of August 20, 2019, and October 11, 2019; (ii) 100,000 shares of Class A Common Stock issued on February 1, 2021, upon the conversion of 10,000,000 shares of Class B Common Stock² issued initially on September 21, 2020; and (iii) 1,000,000 shares of Class A Common Stock issued on February 1, 2021, upon the conversion of 5,000,000 shares of Preferred Stock³ issued initially on September 21, 2020. The beneficially owned shares were issued to our firm in consideration for legal services rendered and are deemed to be restricted securities under Rule 144 of the Securities Act. Currently, we do not have any agreement to receive in the future any shares of the Company's stock, whether in payment for services or otherwise. However, we may receive such shares in the future for payment of services as disclosure counsel to the Company.

The opinions expressed herein are solely for the benefit of the OTC Markets Group, which is entitled to rely on this letter in determining whether the Company has made adequate information publicly

¹ Shares of Class A Common Stock are adjusted to reflect the 1-for-100 reverse stock split of the outstanding Class A Common Stock on February 19, 2021.

² On February 1, 2021, the Company converted all outstanding shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

³ On February 1, 2021, the Company converted all outstanding shares of Preferred Stock into Class A Common Stock on a 1-for-20 basis.

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available within the meaning of Rule 144(c)(2) under the Securities Act, and may not be relied on in any manner or for any purpose by any other person or entity and may not be quoted in whole or in part without my prior written consent. We hereby grant the OTC Markets Group full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

The opinions expressed herein are given as of the date hereof, and we undertake no obligation to supplement this letter if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinions expressed herein after the date hereof for any reason.

Very truly yours,

/s/ Philip Magri

Philip Magri

Partner